

(57)

SECURITY AGREEMENT

This Security Agreement, dated as of February 7, 2002, is by and between the Puerto Rico Highway and Transportation Authority (the "Debtor") and owners from time to time of the Transportation Revenue Bonds of the Authority (the "Transportation Revenue Bonds") issued pursuant to the provisions of the Authority's Resolution No. 98-06, adopted on February 26, 1998, as amended (the "Resolution") and represented for purposes of this Security Agreement by JPMorgan Chase Bank, as fiscal agent (the "Secured Party").

In order to provide security for the Debtor's payment of principal of, premium (if any) and interest on its Transportation Revenue Bonds in accordance with their respective terms and the terms of the Resolution, Debtor hereby grants to the Secured Party a security interest in the Puerto Rico Highway and Transportation Authority Transportation Revenue Bonds Interest and Sinking Fund (and all accounts therein) and Puerto Rico Highway and Transportation Authority Transportation Revenue Fund (and all accounts therein), maintained under the Resolution, and all amounts required to be on deposit therein by the terms of the Resolution, including all proceeds and all after-acquired property, subject to application as permitted by the Resolution. Remedies for failure of the Debtor to make timely payment of principal of, premium (if any) and interest on the Transportation Revenue Bonds or failure of the Debtor to fulfill its other covenants contained in the Resolution for the benefit of the owners of Transportation Revenue Bonds shall be as established by law.

The Authority should cause UCC-1 statements and continuation statements to be filed, as appropriate, and the Secured Party shall not be responsible for any UCC filings.

IN WITNESS WHEREOF, the parties hereto have set their hands as of the date above written.

PUERTO RICO HIGHWAY AND TRANSPORTATION AUTHORITY

By

Name:

Title:

JPMORGAN CHASE BANK

By

Name:

Title:

**DEPARTAMENTO DE ESTADO
GOBIERNO DE PUERTO RICO
DECLARACION DE FINANCIAMIENTO
FINANCING STATEMENT**

Favor de seguir cuidadosamente las instrucciones indicadas al dorso de esta forma.
Please follow carefully the instructions indicated on the reverse side of this form.

Reservado para el oficial de archivo / Reserved for the filing officer

Sello de fecha y hora:
Date and time stamp:

Número de registro:
Registration number:

02 FEB -7 PM 3:58

A. DEVOLVER COPIA A/RETURN COPY TO: (Nombre y dirección postal/Name and mailing address)

Ignacio Alvarez
Pietrantonio Méndez & Álvarez LLP
Banco Popular Center Suite 1901
209 Muñoz Rivera Avenue
San Juan PR 00918

1. NOMBRE DEL PRIMER DEUDOR / FIRST DEBTOR'S NAME Complete sólo un nombre (a o b) / Insert only one name (a or b)				
a. Apellido del individuo / Individual's last name	Segundo apellido / Second surname	Primer nombre / First name	Segundo nombre / Middle name	Sufijo / Suffix
b. Nombre de la entidad / Entity name				
Puerto Rico Highway and Transportation Authority				
c. Dirección postal / Mailing address		Ciudad / City	Estado / State	Pais / Country
Minillas Government Center, South Building		San Juan	PR	00921
d. Número de seguro social o patronal / Social security or tax-id number		e. (Opcional) Información adicional sobre la entidad / (Optional) Additional information about the entity		
66-0433808				
2. NOMBRE DE DEUDOR ADICIONAL / ADDITIONAL DEBTOR'S NAME Complete sólo un nombre (a o b) / Insert only one name (a or b)				
a. Apellido del individuo / Individual's last name	Segundo apellido / Second surname	Primer nombre / First name	Segundo nombre / Middle name	Sufijo / Suffix
b. Nombre de la entidad / Entity name				
c. Dirección postal / Mailing address				
Ciudad / City				
Estado / State				
Pais / Country				
Código Postal / Zip code				
d. Número de seguro social o patronal / Social security or tax-id number		e. (Opcional) Información adicional sobre la entidad / (Optional) Additional information about the entity		
3. NOMBRE DE ACREEDOR GARANTIZADO / SECURED PARTY'S NAME Complete sólo un nombre (a o b) / Insert only one name (a or b)				
a. Apellido del individuo / Individual's last name	Segundo apellido / Second surname	Primer nombre / First name	Segundo nombre / Middle name	Sufijo / Suffix
b. Nombre de la entidad / Entity name				
J P Morgan Chase Bank, on behalf of the bondholders of all Transportation Revenue Bonds issued pursuant to the provisions of the Puerto Rico Highway and Transportation Authority's Resolution No. 98-06, adopted on February 26, 1998, as amended (the "Resolution").				
c. Dirección postal / Mailing address		Ciudad / City	Estado / State	Pais / Country
450 West 33 rd Street, 15 th Floor		New York	NY	
				Código Postal / Zip code
				10001-2697
4. ESTA DECLARACION DE FINANCIAMIENTO CUBRE LAS SIGUIENTES CLASES O ARTICULOS DE PROPIEDAD: THIS FINANCING STATEMENT COVERS THE FOLLOWING TYPES OR ITEMS OF PROPERTY:				
The Puerto Rico Highway and Transportation Authority (the "Authority") has executed and delivered a certain Security Agreement dated as of February 7, 2002 and has granted to J P Morgan Chase Bank, as fiscal agent under the Authority's Resolution No. 98-06, adopted on February 26, 1998, as amended (the "Resolution"), a security interest in: (i) all Revenues (as defined in the Resolution) of the Authority, (ii) the Puerto Rico Highways and Transportation Authority Transportation Revenue Bonds Interest and Sinking Fund, as such term is defined in the Resolution (and all accounts therein) maintained under the Resolution, (iii) the Puerto Rico Highways and Transportation Authority Transportation Revenue Fund, as such term is defined in the Resolution (and all accounts therein), maintained under the Resolution, and (iv) all amounts on deposit and required to be on deposit therein by the terms of the Resolution, including all proceeds and all after-acquired property, subject to application as permitted by the Resolution.				
5. MARQUE SI APLICA / CHECK IF APPLICABLE (Describe la propiedad en el apéndice / Describe the real estate in the addendum)				
<input type="checkbox"/>				
6. FIRMA(S) / SIGNATURE(S)				
Primer deudor / First debtor		Deudor adicional / Additional debtor		Acreedor garantizado / Secured party
Fernando E. Fagundo, Executive Director				
7. NOTARIA (OPCIONAL) / NOTARY (OPTIONAL)				
En / In: _____				
Fecha / Date: _____				
Notario Público / Notary Public				

39570.1

Forma UCC-1-PR (Rev. Diciembre)

REGISTRO DE TRANSACCIONES
COMERCIALES

02 FEB -7 PM 2:58
RECIBO DE PAGO
NUM. 0088-EF07206F

TERMINAL# 02001 RECIBO# 03826
CAJERO# 19007 COLECTURIA# 0086
10/01/2002 10:17 AM

CIF DEP: 0086 NUM. DEP.: 2002194
COLECTURIA DE CARGO: 86

SSN/EIN: 999999999
NOMBRE: P M A
DIRECCION:

CANCELADO

FECHA DE PAGO: 10/01/2002

CLAVE: 1701
DESC: DERECHO REGISTRO
FISCAL YEAR: 2002
PAGO: \$15.00

TOTAL DEL PAGO \$15.00

COLECTOR:
CASTRODAD

FIRMA:

Morrera

, Wilfredo